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Exhibit A
[PROPOSED] Order

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and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☒ Affects Pacific Gas and Electric
Company
☐ Affects both Debtors

** All papers shall be filed in the Lead
Case, No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**[PROPOSED] ORDER PURSUANT TO 11
U.S.C. §§ 105, 363, AND 364 AND FED. R.
BANKR. P. 4001 AND 6004 AUTHORIZING
UTILITY TO (A) CONTINUE HEDGING
PROGRAMS, (B) ENTER INTO AND
PERFORM UNDER POSTPETITION
HEDGING TRANSACTIONS, AND (C)
PLEDGE COLLATERAL AND HONOR
OBLIGATIONS THEREUNDER**

1 Upon the Motion, dated _____, 2019 (the “**Motion**”),¹ of PG&E Corporation (“**PG&E**
2 **Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession
3 (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter**
4 **11 Cases**”), pursuant to sections 105(a), 363, and 364 of title 11 of the United States
5 Code (the “**Bankruptcy Code**”) and Rules 4001 and 6004 of the Federal Rules of Bankruptcy
6 Procedure (the “**Bankruptcy Rules**”), for entry of an order authorizing the Utility to (a) continue
7 the Hedging Programs; (b) enter into new postpetition Hedging Transactions in the ordinary course
8 of business and to honor, pay, and/or otherwise satisfy any and all obligations thereunder, in a
9 manner consistent with the Utility’s prepetition practices; and (c) pledge cash and other collateral
10 on account of the Utility’s postpetition Hedging Transactions, all as more fully set forth in the
11 Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein
12 pursuant to 28 U.S.C. §§ 157 and 1334, *Order Referring Bankruptcy Cases and Proceedings to*
13 *Bankruptcy Judges*, General Order 24 (N.D. Cal.), and Rule 5011-1(a) of the Bankruptcy Local
14 Rules for the United States District Court for the Northern District of California; and consideration
15 of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and
16 venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having
17 found and determined that notice of the Motion as provided to the parties listed therein is reasonable
18 and sufficient under the circumstances, and it appearing that no other or further notice need be
19 provided; and this Court having reviewed the Motion and the Wells Declaration (as amended on
20 February 2, 2019 [Docket No. 263]) and the Wan Declaration; and this Court having held a hearing
21 on the Motion; and this Court having determined that the legal and factual bases set forth in the
22 Motion establish just cause for the relief granted herein; and it appearing that the relief requested
23 in the Motion is in the best interests of the Debtors, their estates, creditors, shareholders, and all
24 parties in interest; and upon all of the proceedings had before this Court and after due deliberation
25 and sufficient cause appearing therefor,

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27
28 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as provided herein.

2. The Utility is authorized, but not directed, to continue the Hedging Programs.

3. The Utility is further authorized, but not directed, to enter into new postpetition Hedging Agreements in the ordinary course of business and to honor, pay, and/or otherwise satisfy any and all obligations thereunder, in a manner consistent with prepetition practices, and to pledge cash or other collateral on account of the Utility's postpetition Hedging Transactions.

4. Notwithstanding anything contained in the Motion, the relief granted in this Order, and any actions taken pursuant to such relief, the Debtors hereby reserve: (i) all rights to object to a claim or assertion by any party that any of the Hedging Transactions are governed by section 546, 555, 556, and/or 559 of the Bankruptcy Code or that such provisions in any way apply to such agreements; and (ii) all rights (including, without limitation, any right of setoff, settlement, or recoupment), claims, counterclaims, and defenses in any way relating to Hedging Transactions.

5. Nothing contained in this Order or in the Motion is intended to be or shall be construed as (a) an admission as to the validity of any claim against the Utility, (b) a waiver of the Debtors' or any appropriate party in interest's rights to dispute any claim, or (c) an approval or assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code. Likewise any payment made pursuant to this Order is not intended to be and shall not be construed as an admission to the validity of any claim or a waiver of the Debtors' rights to dispute such claim subsequently.

6. Notwithstanding entry of this Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party.

7. The requirements of Bankruptcy Rule 4001(d) are waived.

8. Notwithstanding the provisions of Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry.

9. The Debtors are authorized to take all steps necessary or appropriate to carry out this Order.

1 10. This Court shall retain jurisdiction to hear and determine all matters arising from or
2 related to the implementation, interpretation, or enforcement of this Order.

3 ** END OF ORDER **
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